

Edgar Filing: Allot Communications Ltd. - Form SC 13G

Allot Communications Ltd.  
Form SC 13G  
February 14, 2007

=====

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

ALLOT COMMUNICATIONS, LTD.

-----

(NAME OF ISSUER)

ORDINARY SHARES

-----

(TITLE OF CLASS OF SECURITIES)

M0854Q105

-----

(CUSIP NUMBER)

DECEMBER 31, 2006

-----

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

-----

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

RULE 13d-1 (b)

RULE 13d-1 (c)

RULE 13d-1 (d)

=====

=====

Edgar Filing: Allot Communications Ltd. - Form SC 13G

CUSIP No. M0854Q105  
=====

Schedule 13G

Page 2 of 15 Pages  
=====

```

=====
1  NAME OF REPORTING PERSON:
   I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

   Tamir Fishman Venture Capital II Ltd. ("TFVCII")
-----
2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
                                           (a) [ ]
                                           (b) [X]
-----
3  SEC USE ONLY
-----
4  CITIZENSHIP OR PLACE OF ORGANIZATION

   Israel
-----
5  SOLE VOTING POWER

   804,842 shares, except that Tamir Fishman
   Ventures II LLC ("GP"), which holds management
   rights over the shares of Issuer owned by
   TFVCII, may be deemed to have sole power to vote
   these shares.
-----
6  SHARED VOTING POWER

   See response to row 5.
-----
7  SOLE DISPOSITIVE POWER

   804,842 shares, except that GP, which holds
   management rights over the shares of Issuer
   owned by TFVCII, may be deemed to have sole
   power to vote these shares.
-----
8  SHARED DISPOSITIVE POWER

   See response to row 7.
-----
9  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   804,842 shares
-----
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
                                           [ ]
-----
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

   3.83%*
-----
12 TYPE OF REPORTING PERSON

   CO
=====

```

\* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.

Edgar Filing: Allot Communications Ltd. - Form SC 13G

=====  
CUSIP No. M0854Q105  
=====

Schedule 13G

=====  
Page 3 of 15 Pages  
=====

-----  
1 NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
  
Tamir Fishman Ventures II (Cayman Islands) LP ("CAYMAN")  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Cayman Islands  
-----

	5	SOLE VOTING POWER	138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	See response to row 5.
	7	SOLE DISPOSITIVE POWER	138,310 shares, except that GP, the general partner of CAYMAN, may be deemed to have sole power to vote these shares.
	8	SHARED DISPOSITIVE POWER	See response to row 7.

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
138,310 shares  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
0.66%\*  
-----

12 TYPE OF REPORTING PERSON  
  
PN  
-----

\* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.

Edgar Filing: Allot Communications Ltd. - Form SC 13G

=====  
CUSIP No. M0854Q105  
=====

Schedule 13G

=====  
Page 4 of 15 Pages  
=====

-----  
1 NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
  
Tamir Fishman Ventures II LP ("TFVII")  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

	5	SOLE VOTING POWER	1,165,014 shares, except that GP, the general partner of TFVII, may be deemed to have sole power to vote these shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	See response to row 5.
	7	SOLE DISPOSITIVE POWER	1,165,014 shares, except that GP, the general partner of TFVII, may be deemed to have sole power to vote these shares.

8 SHARED DISPOSITIVE POWER  
  
See response to row 7.  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,165,014 shares  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
5.55%\*  
-----

12 TYPE OF REPORTING PERSON  
  
PN  
-----

=====  
\* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.  
=====

Edgar Filing: Allot Communications Ltd. - Form SC 13G

CUSIP No. M0854Q105  
=====

Schedule 13G

Page 5 of 15 Pages  
=====

=====

1 NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Tamir Fishman Ventures II CEO Fund LP ("CEO")

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

-----

5 SOLE VOTING POWER

12,980 shares, except that GP, the general partner of CEO, may be deemed to have sole power to vote these shares.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-----

6 SHARED VOTING POWER

See response to row 5.

-----

7 SOLE DISPOSITIVE POWER

12,980 shares, except that GP, the general partner of CEO, may be deemed to have sole power to vote these shares.

-----

8 SHARED DISPOSITIVE POWER

See response to row 7.

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,980 shares

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.6%\*

-----

12 TYPE OF REPORTING PERSON

PN

=====

\* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.

=====

CUSIP No. M0854Q105

Schedule 13G

=====

Page 6 of 15 Pages

Edgar Filing: Allot Communications Ltd. - Form SC 13G

```

=====
-----
1  NAME OF REPORTING PERSON:
   I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

   Tamir Fishman Ventures II CEO (US) Fund LP ("CEOUS")
-----
2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
                                           (a) [ ]
                                           (b) [X]
-----
3  SEC USE ONLY
-----
4  CITIZENSHIP OR PLACE OF ORGANIZATION

   Delaware
-----
5  SOLE VOTING POWER

   54,543 shares, except that GP, the general
   partner of CEOUS may be deemed to have sole
   power to vote these shares.
-----
6  SHARED VOTING POWER

   See response to row 5.
-----
7  SOLE DISPOSITIVE POWER

   54,543 shares, except that GP, the general
   partner of CEOUS, may be deemed to have sole
   power to vote these shares.
-----
8  SHARED DISPOSITIVE POWER

   See response to row 7.
-----
9  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   54,543 shares
-----
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
                                           [ ]
-----
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

   0.26%*
-----
12 TYPE OF REPORTING PERSON

   PN
-----

```

\* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.

Edgar Filing: Allot Communications Ltd. - Form SC 13G

=====

1 NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
  
Tamir Fishman Ventures II (Israel) LP ("ISRAEL")

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

-----

	5	SOLE VOTING POWER	155,904 shares, except that GP, the general partner of ISRAEL may be deemed to have sole power to vote these shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	See response to row 5.
	7	SOLE DISPOSITIVE POWER	155,904 shares, except that GP, the general partner of ISRAEL may be deemed to have sole power to vote these shares.
	8	SHARED DISPOSITIVE POWER	See response to row 7.

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
155,904 shares

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
0.74%\*

-----

12 TYPE OF REPORTING PERSON  
  
PN

=====

\* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December 31, 2006.

Edgar Filing: Allot Communications Ltd. - Form SC 13G

=====	
1	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  Tamir Fishman Ventures II LLC ("GP")
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
-----	
3	SEC USE ONLY
-----	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
-----	
	5 SOLE VOTING POWER  2,331,593 shares, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of TFVCII, CAYMAN, TFVII, CEO, CEOUS and ISRAEL, and holder of management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----
	6 SHARED VOTING POWER  See response to row 5.
-----	
	7 SOLE DISPOSITIVE POWER  2,331,593 shares, of which 804,842 shares are directly owned by TFVCII, 138,310 shares are directly owned by CAYMAN, 1,165,014 shares are directly owned by TFVII, 12,980 shares are directly owned by CEO, 54,543 shares are directly owned by CEOUS and 155,904 shares are directly owned by ISRAEL. GP, the general partner of TFVCII, CAYMAN, TFVII, CEO, CEOUS and ISRAEL, and holder of management rights over the shares of Issuer owned by TFVCII, may be deemed to have sole power to vote these shares.
-----	
	8 SHARED DISPOSITIVE POWER  See response to row 7.
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,331,593 shares
-----	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>
-----	

Edgar Filing: Allot Communications Ltd. - Form SC 13G

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.1%\*

-----  
12 TYPE OF REPORTING PERSON

OO

=====  
\* Based on 20,987,255 Ordinary Shares of the Issuer outstanding as of December  
31, 2006.

=====  
CUSIP No. M0854Q105

Schedule 13G

=====  
Page 9 of 15 Pages  
=====

ITEM 1. (a) Name of Issuer:

Allot Communications, Ltd. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

5 Hanagar street, Industrial Zone B  
Hod Hasharon L3, 45800  
Israel

ITEM 2. (a) Name of Person Filing:

- (1) Tamir Fishman Ventures II LLC ("GP"); and
- (2) Tamir Fishman Venture Capital II Ltd. ("TFVCII"); and
- (3) Tamir Fishman Ventures II (Cayman Islands) LP ("CAYMAN"); and
- (4) Tamir Fishman Ventures II LP ("TFVII"); and
- (5) Tamir Fishman Ventures II CEO Fund LP ("CEO"); and
- (6) Tamir Fishman Ventures II CEO (US) Fund LP ("CEOUS"); and
- (7) Tamir Fishman Ventures II (Israel) LP ("ISRAEL")

The entities and persons named in this paragraph are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is: 21 Ha'Arbaa St., Tel Aviv 64739, Israel

(c) Citizenship:

TFVII and CEOUS are limited partnerships organized under the laws of the State of Delaware. CEO and ISRAEL are limited partnerships organized under the laws of the State of Israel. TFVCII is a company organized under the laws of the Country of Israel. GP is a limited liability company organized under the laws of the State of Delaware. CAYMAN is a limited partnership organized under the laws of the Cayman Islands.

(d) Title of Class of Securities: Ordinary Shares





Edgar Filing: Allot Communications Ltd. - Form SC 13G

SIGNATURE

-----

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Date: February 14, 2007

TAMIR FISHMAN VENTURES II LLC

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Benjamin Zeevi

-----

Benjamin Zeevi, Authorized Signatory

By: /s/ Danny Fishman

-----

Danny Fishman, Authorized Signatory

TAMIR FISHMAN VENTURE CAPITAL II LTD.

By: TAMIR FISHMAN VENTURES II LLC, its management company

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----

Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II (CAYMAN ISLANDS) LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----

Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----

Shai Saul, General Managing Member

=====  
CUSIP No. M0854Q105  
=====

Schedule 13G

=====  
Page 13 of 15 Pages  
=====

Edgar Filing: Allot Communications Ltd. - Form SC 13G

TAMIR FISHMAN VENTURES II CEO FUND LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----  
Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II (ISRAEL) LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----  
Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II CEO (US) FUND LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----  
Shai Saul, General Managing Member

=====  
CUSIP No. M0854Q105  
=====

Schedule 13G

=====  
Page 14 of 15 Pages  
=====

EXHIBIT 1  
-----

AGREEMENT

Pursuant to Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of Ordinary Shares of Allot Communications, Ltd.

EXECUTED this 14th day of February, 2007.

TAMIR FISHMAN VENTURES II LLC

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Benjamin Zeevi

-----  
Benjamin Zeevi, Authorized Signatory

By: /s/ Danny Fishman

-----

Edgar Filing: Allot Communications Ltd. - Form SC 13G

Danny Fishman, Authorized Signatory

TAMIR FISHMAN VENTURE CAPITAL II LTD.

By: TAMIR FISHMAN VENTURES II LLC, its management company

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----  
Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II (CAYMAN ISLANDS) LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----  
Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----  
Shai Saul, General Managing Member

=====  
CUSIP No. M0854Q105  
=====

Schedule 13G

=====  
Page 15 of 15 Pages  
=====

TAMIR FISHMAN VENTURES II CEO FUND LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----  
Shai Saul, General Managing Member

TAMIR FISHMAN VENTURES II (ISRAEL) LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----  
Shai Saul, General Managing Member

Edgar Filing: Allot Communications Ltd. - Form SC 13G

TAMIR FISHMAN VENTURES II CEO (US) FUND LP

By: TAMIR FISHMAN VENTURES II LLC, its general partner

By: TAMIR FISHMAN VENTURES MANAGEMENT II LTD., its management company

By: /s/ Shai Saul

-----  
Shai Saul, General Managing Member